



An Associate of CapitalLand

ASCOTT RESIDENCE TRUST

(Constituted in the Republic of Singapore pursuant to a trust deed dated 19 January 2006
(as amended, varied or supplemented from time to time))

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting (“**AGM**”) of the holders of units of Ascott Residence Trust (“**Ascott Reit**”, and the holders of units of Ascott Reit, “**Unitholders**”) will be held on Monday, 21 April 2014 at 10.00 a.m. at the STI Auditorium, 168 Robinson Road, Level 9, Capital Tower, Singapore 068912 to transact the following business:

(A) AS ORDINARY BUSINESS

1. To receive and adopt the Report of DBS Trustee Limited, as trustee of Ascott Reit (the “**Trustee**”), the Statement by Ascott Residence Trust Management Limited, as manager of Ascott Reit (the “**Manager**”) and the Audited Financial Statements of Ascott Reit for the financial year ended 31 December 2013 and the Auditors’ Report thereon. (Ordinary Resolution 1)
2. To re-appoint KPMG LLP as Auditors of Ascott Reit to hold office until the conclusion of the next AGM of Ascott Reit, and to authorise the Manager to fix their remuneration. (Ordinary Resolution 2)

(B) AS SPECIAL BUSINESS

To consider and, if thought fit, to pass with or without any modifications, the following resolution as an Ordinary Resolution:

3. That authority be and is hereby given to the Manager to: (Ordinary Resolution 3)
 - (a) (i) issue units in Ascott Reit (“**Units**”) whether by way of rights, bonus or otherwise; and/or
 - (ii) make or grant offers, agreements or options (collectively, “**Instruments**”) that might or would require Units to be issued, including but not limited to the creation and issue of (as well as adjustments to) securities, warrants, debentures or other instruments convertible into Units,

at any time and upon such terms and conditions and for such purposes and to such persons as the Manager may in its absolute discretion deem fit; and
 - (b) issue Units in pursuance of any Instrument made or granted by the Manager while this resolution was in force (notwithstanding that the authority conferred by this resolution may have ceased to be in force at the time such Units are issued),

provided that:

- (1) the aggregate number of Units to be issued pursuant to this resolution (including Units to be issued in pursuance of Instruments made or granted pursuant to this resolution) shall not exceed fifty per cent. (50%) of the total number of issued Units (as calculated in accordance with sub-paragraph (2)

below), of which the aggregate number of Units to be issued other than on a *pro rata* basis to Unitholders (including Units to be issued in pursuance of Instruments made or granted pursuant to this resolution) shall not exceed twenty per cent. (20%) of the total number of issued Units (as calculated in accordance with sub-paragraph (2) below);

- (2) subject to such manner of calculation as may be prescribed by the Singapore Exchange Securities Trading Limited (the “**SGX-ST**”) for the purpose of determining the aggregate number of Units that may be issued under sub-paragraph (1) above, the total number of issued Units shall be based on the total number of issued Units at the time this resolution is passed, after adjusting for:
 - (a) any new Units arising from the conversion or exercise of any Instruments which are outstanding or subsisting at the time this resolution is passed; and
 - (b) any subsequent bonus issue, consolidation or subdivision of Units;
- (3) in exercising the authority conferred by this resolution, the Manager shall comply with the provisions of the Listing Manual of the SGX-ST for the time being in force (unless such compliance has been waived by the SGX-ST) and the trust deed dated 19 January 2006 constituting Ascott Reit (as amended, varied or supplemented from time to time) (the “**Trust Deed**”) for the time being in force (unless otherwise exempted or waived by the Monetary Authority of Singapore);
- (4) (unless revoked or varied by the Unitholders in a general meeting) the authority conferred by this resolution shall continue in force until (i) the conclusion of the next AGM of Ascott Reit or (ii) the date by which the next AGM of Ascott Reit is required by applicable laws and regulations or the Trust Deed to be held, whichever is the earlier;
- (5) where the terms of the issue of the Instruments provide for adjustment to the number of Instruments or Units into which the Instruments may be converted in the event of rights, bonus or other capitalisation issues or any other events, the Manager is authorised to issue additional Instruments or Units pursuant to such adjustment notwithstanding that the authority conferred by this resolution may have ceased to be in force at the time the Instruments or Units are issued; and
- (6) the Manager and the Trustee be and are hereby severally authorised to complete and do all such acts and things (including executing all such documents as may be required) as the Manager or, as the case may be, the Trustee may consider expedient or necessary or in the interest of Ascott Reit to give effect to the authority conferred by this resolution.

(Please see Explanatory Notes)

BY ORDER OF THE BOARD
Ascott Residence Trust Management Limited
(Company Registration No. 200516209Z)
As manager of Ascott Residence Trust

KANG SIEW FONG / REGINA TAN
Joint Company Secretaries
Singapore
25 March 2014

Notes:

1. A Unitholder entitled to attend and vote at the AGM is entitled to appoint not more than two proxies to attend and vote in his stead. A proxy need not be a Unitholder.
2. Where a Unitholder appoints more than one proxy, the appointments shall be invalid unless he specifies the proportion of his unitholding (expressed as a percentage of the whole) to be represented by each proxy.
3. The instrument appointing a proxy or proxies (Proxy Form) must be deposited at the office of Ascott Reit's Unit Registrar, Boardroom Corporate & Advisory Services Pte. Ltd., 50 Raffles Place, #32-01 Singapore Land Tower, Singapore 048623 not later than 10.00 a.m. on Saturday, 19 April 2014 being 48 hours before the time fixed for the AGM.

EXPLANATORY NOTES:**Ordinary Resolution 3**

Ordinary Resolution 3 under the heading "As Special Business", if passed, will empower the Manager to issue Units, to make or grant Instruments and to issue Units pursuant to such Instruments from the date of the AGM until (i) the conclusion of the next AGM of Ascott Reit or (ii) the date by which the next AGM of Ascott Reit is required by applicable laws and regulations or the Trust Deed to be held, whichever is the earlier, unless such authority is earlier revoked or varied by Unitholders in a general meeting. The aggregate number of Units which the Manager may issue (including Units to be issued in pursuance of Instruments) under this resolution must not exceed 50% of the total number of issued Units, of which up to 20% may be issued other than on a *pro rata* basis to Unitholders.

For determining the aggregate number of Units that may be issued, the percentage of issued Units will be calculated based on the issued Units at the time Ordinary Resolution 3 above is passed, after adjusting for new Units arising from the conversion or exercise of any Instruments which are outstanding at the time this resolution is passed and any subsequent bonus issue, consolidation or subdivision of Units.

Fund raising by issuance of new Units may be required in instances of property acquisitions or debt repayments. In any event, if the approval of Unitholders is required under the Listing Manual of the SGX-ST and the Trust Deed or any applicable laws and regulations, in such instances, the Manager will then obtain the approval of Unitholders accordingly.